



CATAFAGO FINI LLP

Attorneys at Law

The Empire State Building
350 Fifth Avenue, Suite 7710
New York, NY 10118

tel: 212-239-9669 fax: 212-239-9688
www.catafagofini.com

Via email

January 30, 2018

Mr. Dennis M. Danzik (in his individual capacity)
Tony Ker (as acting CEO of RDX Technologies Corporation)
RDX Technologies Corporation

Re: *GEM Holdco, LLC v. CWT Canada II Limited Partnership*, Index No.
650841/2013; *GEM Holdco, LLC v. RDX Technologies Corp.*, Index No.
653694/2015

Dear Mr. Ker and Mr. Danzik:

I am writing to confirm the terms of the agreement by Dennis Danzik and RDX Technologies Corp. ("RDX") to retain this firm, Catafago Fini LLP, to continue to represent them in connection with the following matters:

- In *GEM Holdco, LLC et al. v. CWT Canada II Limited Partnership et al.*, Index No. 650841/2013 (N.Y. Supreme Court, County of New York) (the "First Action"): (1) an appeal ("the First Appeal") from the Order dated June 3, 2016; , in which the Debtor and Dennis Danzik were held in contempt; (2) a second appeal (the "Second Appeal") from an Order of Contempt and Commitment and Warrant of Arrest, both dated November 8, 2017, directed against the Debtor and Dennis Danzik; and (3) a motion in the lower court to bring to the court's attention new evidence pursuant to NY CPLR 5015, seeing to vacate a Judgment dated September 7, 2016 against Debtor and Dennis Danzik in the amount of \$7,033,491.13 (the "CPLR 5015 Motion").
- In *GEM Holdco, LLC et al. v. RDX Technologies Corp.*, Index No. 653694/2015 (N.Y. Supreme Court, County of New York) (the "Second Action"), an appeal from a Judgment entered June 2, 2017, in which summary judgment was entered against the Debtor and Dennis Danzik in the amount of \$9,023,534.49.

Because Mr. Danzik and RDX have filed bankruptcy proceedings, the bankruptcy court must approve of our being retained. Mr. Danzik and RDX have agreed that we will bill you at the rate of \$575 per hour for work done by me and my partner Tom M. Fini. We will also seek approval for payment of the bills sent to you so long as the bankruptcy proceedings are pending. Mr. Danzik and RDX are also responsible for all third party costs, including but not limited to expert fees,

court fees, copying and printing costs, any costs of obtaining transcripts, copies and records from court, and any other out of pocket costs.

Inductance Energy Corporation ("IEC") has agreed to pay fees and costs approved by the bankruptcy court incurred in the present matter. IEC is a potential investor in a prospective plan of reorganization of the Debtor. Additionally, it is anticipated that Tony Ker, the director and acting CEO of the Debtor, may also be paying prospective fees and costs approved by the bankruptcy court in the present matter. As evidenced by their signatures below, IEC and Tony Ker have agreed that, in the event of any conflict of interest between IEC and Tony Ker, on the one hand, and Dennis Danzik and RDX, on the other, Catafago Fini LLP must side with Danzik and RDX, despite any payment for fees by IEC and Ker to this Firm.

While we will endeavor to exercise our best professional judgment and to advance your cause diligently, it is important for you to realize that we cannot, and do not, make any guarantee as to success or as to any particular outcome.

New York court rules requires us to inform you that if a dispute arises under this agreement or with respect to our fees, you may have the right to arbitration of the dispute pursuant to Part 137 of the Chief Administrator of the Courts, a copy of which will be provided to you upon request, subject to the bankruptcy court's authority regarding approval of fees during the pendency of any bankruptcy proceeding. We look forward to working with you.

Sincerely,



Jacques Catafago

Agreed to by:

Dennis Danzik

RDX Technologies Corporation

By:_____

Its:_____

Inductance Energy Corporation

By:_____

Its:_____

Tony Ker